



First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

December 21, 2000

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



VIA UPS NEXT DAY AIR

RECORDATION NO. 22684A FILED

DEC 27 '00 4:48 PM

SURFACE TRANSPORTATION BOARD

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated December 6, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22684.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

A description of the railroad equipment covered by the enclosed document is sixty-two (62) 50'6" Plate F boxcars with 12' plug doors and thirty (30) 50'6" Plate F boxcars with 10' plug doors, with car numbers NOKL 560803-570698, non-inclusive.

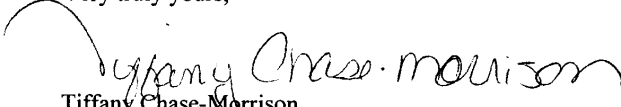
A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and CSX Transportation, Inc., Lessee, covering 62 50'6" Plate F boxcars with 12' plug doors and 30 50'6" Plate F boxcars with 10' plug doors, with car numbers NOKL 560803-570698, non-inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,


Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(CSXT038)

ASSGN. NO. CSXT038

MEMORANDUM OF LEASE

RECORDATION NO.

226844

DEC 27

4:46 PM

SURFACE TRANSPORTATION BOARD

6th

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of December, 2000 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of January 16, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 14 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of February 21, 2000 and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: K.A. DOMBROWSKI

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION Executed on this 6th day of December, 2000

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of December, 2000.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

CSX TRANSPORTATION, INC.

ATTEST:

By: _____
Name: _____
Title: _____

By: [Signature]
Name: James T. Tiley
Title: Asst. Treas.

Executed on this 18 day of May, 2000.

[CORPORATE SEAL]

STATE OF Florida
COUNTY OF Duval

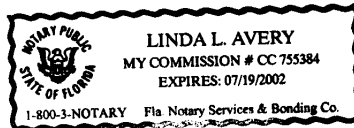
I, Linda L. Avery, a Notary Public of the County and State aforesaid, certify that James T. Tiley personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18 day of November, 2000.

[Signature]
Notary Public

My Commission Expires:

7/19/2002
(Notary Public)



NUMBER OF CARS:	A)	Sixty-two (62)
	B)	Thirty (30)
DESCRIPTION OF CARS:	A)	50' 6" Plate F Boxcars with 12' plug doors and 15" E.O.C. cushioning
	B)	50' 6" Plate F Boxcars with 10' plug doors and 15" E.O.C. cushioning
CAR NUMBERS:	See list below:	
NOKL 560803	NOKL 570582	NOKL 570651
NOKL 560807	NOKL 570583	NOKL 570652
NOKL 560809	NOKL 570592	NOKL 570653
NOKL 560810	NOKL 570599	NOKL 570654
NOKL 560814	NOKL 570600	NOKL 570655
NOKL 560819	NOKL 570602	NOKL 570656
NOKL 560824	NOKL 570607	NOKL 570657
NOKL 560829	NOKL 570608	NOKL 570658
NOKL 560875	NOKL 570609	NOKL 570659
NOKL 560884	NOKL 570611	NOKL 570660
NOKL 560891	NOKL 570617	NOKL 570661
NOKL 560892	NOKL 570618	NOKL 570662
NOKL 560913	NOKL 570619	NOKL 570669
NOKL 560920	NOKL 570620	NOKL 570675
NOKL 560930	NOKL 570621	NOKL 570676
NOKL 560935	NOKL 570622	NOKL 570677
NOKL 560937	NOKL 570628	NOKL 570678
NOKL 560942	NOKL 570629	NOKL 570679
NOKL 560943	NOKL 570630	NOKL 570680
NOKL 560947	NOKL 570632	NOKL 570683
NOKL 560956	NOKL 570638	NOKL 570685
NOKL 560958	NOKL 570639	NOKL 570687
NOKL 560962	NOKL 570640	NOKL 570689
NOKL 560974	NOKL 570641	NOKL 570690
NOKL 560980	NOKL 570642	NOKL 570691
NOKL 560982	NOKL 570643	NOKL 570693
NOKL 560983	NOKL 570644	NOKL 570694
NOKL 560984	NOKL 570646	NOKL 570695
NOKL 560990	NOKL 570647	NOKL 570697
NOKL 560992	NOKL 570648	NOKL 570698
NOKL 570573	NOKL 570649	Count: 92